

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
<b>RESIDENTIAL CAPITAL, LLC, et al.,</b>	)	<b>Chapter 11</b>
	)	
<b>Debtors.</b>	)	<b>(Jointly Administered)</b>
	)	

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**APPLICATION FOR ADMISSION TO PRACTICE *PRO HAC VICE***

I, Duane K. Beasley, a member in good standing of the bar of the State of California request admission, *pro hac vice*, before the Honorable Martin Glenn to represent Residential Capital, LLC, et al., as special securitization transactional counsel in the above-referenced case.

My address is:                   Orrick, Herrington & Sutcliffe LLP  
   777 South Figueroa Street, Suite 3200  
   Los Angeles, CA 90017-5855

The filing fee of \$200.00 has been submitted with this Application for *pro hac vice* admission.

*/s/ Duane K. Beasley*  
Duane K. Beasley (CA State Bar No. 211251)  
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Dated: September 27, 2012

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SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
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<b>RESIDENTIAL CAPITAL, LLC, et al.,</b>	)	<b>Chapter 11</b>
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<b>Debtors.</b>	)	<b>(Jointly Administered)</b>
	)	

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**ORDER GRANTING ADMISSION TO PRACTICE *PRO HAC VICE***

Upon the motion of Duane K. Beasley, dated September 27, 2012, for admission to practice *pro hac vice* to represent the above-captioned debtors and debtors in possession as special securitization transactional counsel in the above-captioned case, and upon the movant's certification that the movant is a member in good standing of the bar of the State of California,

IT IS HEREBY ORDERED that Duane K. Beasley is admitted to practice, *pro hac vice*, in the above-captioned case in the United States Bankruptcy Court for the District of New York to represent the above-captioned debtors and debtors in possession as special securitization transactional counsel, provided that the filing fee has been paid.

Dated: New York, New York  
\_\_\_\_\_, 2012

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE